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 COUNSEL FOR DEBTORS AND
 DEBTORS-IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE NORTHERN DISTRICT OF TEXAS
 DALLAS DIVISION**

IN RE:	§	
	§	
MINORPLANET SYSTEMS USA, INC.	§	Case No. 04-31200 HDH-11
CAREN (292) LIMITED	§	Case No. 04-31201 HDH-11
MINORPLANET SYSTEMS USA LIMITED	§	Case No. 04-31202 SAF-11
	§	
Debtors	§	JOINTLY ADMINISTERED UNDER
	§	Case No. 04-31200 HDH-11
	§	
	§	Hearing: June 28, 2004
	§	Time: 1:30 p.m.

**CERTIFICATION OF BALLOTING AGENT WITH RESPECT TO
 VOTES ON THE DEBTORS' SECOND AMENDED
JOINT PLAN OF REORGANIZATION**

Carolyn Perkins, being duly sworn, deposes and says, under the penalty of perjury:

1. I am a Legal Assistant employed by Neligan Tarpley Andrews & Foley LLP ("NTAF"), and the Balloting Agent (the "Balloting Agent") designated by Minorplanet Systems USA, Inc., Caren (292) Limited and Minorplanet Systems USA Limited (collectively, the "Debtors") to assist with the dissemination of solicitation materials and the solicitation of

votes to accept or reject the Debtors' Second Amended Joint Plan of Reorganization (as may be modified or amended, the "Plan") by holders of claims and interests against the Debtors. I am authorized to submit this certification on behalf of NTAF. Unless otherwise stated, I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. The procedures for the solicitation of the Plan and tabulation of votes are set forth in (a) the Order (i) Approving Debtors' Second Amended Disclosure Statement Regarding Debtors' Second Amended Joint Plan Of Reorganization, (ii) Setting Hearing To Consider Confirmation Of The Debtors' Second Amended Joint Plan Of Reorganization, And (iii) Establishing Deadline For Filing Objections Thereto (the "Disclosure Statement Order") and (b) the Order Approving Motion To (i) Establish A Record Date; (ii) Establish Notice And Objection Procedures For Confirmation Of The Plan; (iii) Approve Solicitation Packages And Procedures For Distribution; And (iv) Approve Forms Of Ballots And Procedures For Voting On The Plan (the "Voting Procedures Order").

3. The Debtors designated the Balloting Agent to review and tabulate ballots submitted to vote for the acceptance or rejection of the Plan by the holders of impaired claims and interests against the Debtors (the "Voting Classes").

4. The Debtors instructed the Balloting Agent to tabulate ballots submitted in the Voting Classes in accordance with the procedures set forth in the Disclosure Statement Order, the Voting Procedures Order and the Plan.

5. Ballots returned by mail, hand delivery, or overnight courier were received by the Balloting Agent at the offices of NTAF in Dallas, Texas. All ballots received were processed in accordance with the procedures outlined in the Voting Procedures Order.

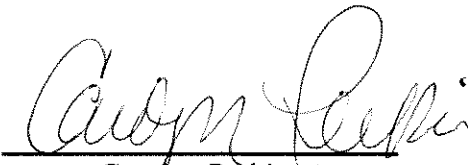
6. In order for a ballot to be counted as valid, the ballot must have been properly completed and executed by the holder of a claim, or such holder's authorized representative, and must have been received by the deadline of 5:00 p.m. (Central Time) on June 24, 2004 (the "Voting Deadline"). No extensions were granted; however certain claimants were allowed to vote by facsimile to meet the deadline by agreeing to supply an original ballot by overnight mail or hand delivery.

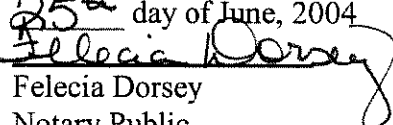
7. Ballots not validly executed and/or not received by the Voting Deadline were not counted.

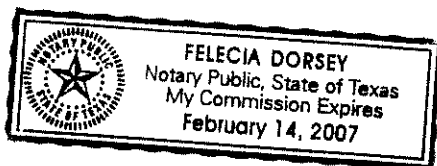
8. All validly executed ballots from holders in the Voting Classes received by the Balloting Agent on or before the Voting Deadline were tabulated by the Balloting Agent.

9. I hereby certify that the results of the voting by holders of claims in the Voting Classes of the Plan are as set forth in Exhibit "A" hereto, which is a true and correct copy of the final tabulation of votes cast by timely and properly completed ballots received by the Balloting Agent.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.


Carolyn Perkins

Sworn to before me this
25th day of June, 2004

Felecia Dorsey
Notary Public



6/25/2004 - 1:00 p.m.

Minorplanet Ballots

Claimant	Amount Voted		Percentage Acceptances	Comments
	Accept	Reject		

Class 2 - Secured Claims

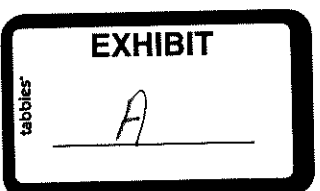
Dallas County	14,942.03
Harris County	1,570.31
Houston, City of	1,789.14
Houston I.S.D.	3,839.08
Richardson, City of	14,239.72

Totals:	36,380.28
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100.00%

Class 3 - General Unsecured Claims

Allied Riser Operations Corp.	28,465.94		
Cardinal Collins Tech Center, Inc.	1,118,436.60		
Creative Technologies Wisconsin, Inc.	558,806.19		
D&B Auto Radio, Inc.	50,847.81		
Edgar, William Tim, Trustee			
Emkay Inc.	280,177.71		
Fleet Securities	10,000.00		
Goldman Sachs & Co.	900,000.00		Master ballot
Highline Capital Corp.	43,920.44		Master ballot
Legent Clearing	162,000.00		
Locke Liddell & Sapp, LLP	114,357.93		Master ballot
Marvin Groves Electric Co., Inc.			
Merced Partners		10,000.00	
Miller, Lloyd (various entities)	2,530,000.00	2,020,000.00	
Minorplanet Limited	1,000,000.00		See page 3
Mitchell Staffing Resources, Inc.	29,735.00		
Northern Trust Company	435,000.00		Master ballot



OTA	900,000.00	Bondholder
Pershing LLC	525,000.00	Master ballot
PHS&G Profit Sharing Account #1	250,000.00	Bondholder
Protect America, Inc.	118,098.60	
ReGen Capital	9,327.13	
Suntron Corporation	1,302,431.10	
Wilson, Sam	1,000,000.00	Bondholder

Totals:	10,064,173.35	3,332,431.10	75.12%	Total amount of unsecured/bonds voted: 13,396,604.45
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Class 4 - Convenience Claims

34 Sign Systems	414.06	88.0000%	Bondholder - through 1st Southwest Co.
1900 Ocean	4,284.03		
All Metals Fabricating, Inc.	501.50		
Allied Electronics, Inc.	471.78		
Blast Express, Inc.	142.85		
Business Interiors	3,630.57		
Celluar South, Inc.	0.00		
Cort Furniture Rental	5,171.42		
Diepenbrock, J. Thomas	329.00		
Digi-Key Corporation	59.99		
Dorflinger, Neil	20,000.00		
Esworthy/Russell, Inc. dba Zedesign	655.34		
Exhibit Transfer, Inc.	1,261.27		
Federal Express	2,888.32		
Gem Advisors Dallas LLC	15,022.87		
Information Leasing Corporation	5,306.86		
I Tech Consulting Group, Inc.	392.00		
Integrated Alarm System Group, Inc.	32,184.23		
Jan Advertising Specialties	1,680.89		
Jasons Dell	75.00		
KCOL Inc. DBA Complete Security Service	224.81		
Legend Press	1,216.00		
Martinez, Graciela A.	1,350.00		
Murphy, Ronald	12,830.06		
Myers Services	422.20		
Naylor Publications, Inc.	3,358.96		
PolyPhaser	16,260.56		

Professional Testing (EMI) Inc.	2,600.00
Pro Printing Service	868.97
Ramirez, Ambra (sp?)	20,000.00
Total Plumbing	303.10
TXU Gas Distribution	2,398.88
TXU Energy Retain Company LP	30,746.75
Vink Teeve & Associates, P.C.	104.73

Totals:	<u>185,807.00</u>	<u>1,350.00</u>	99.28%
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Class 5 - Common Stockholders (share #s)

ADP	208,694	11,667	Master ballot
Bank of New York	368,967		Master ballot
Bank of New York	25,363		Master ballot
Citibank	39,106		Master ballot
Erin Mills Investment Corporation	4,076,784		
Erin Mills Investment Corporation	362,452		
Frost National Bank	7,675		Master ballot
JP Morgan Chase	4,355		
Korrie, David	1,140		
Mac & Co. (sp?)	379,618		
Mackay Shields LLC	2,139,949	3,582	See page 2
Mellon Trust of New England	1,341		
Minorplanet Systems plc	1,924,296		
Northern Trust Company	20		Master ballot
Schley, Jack			Accepted, but no share amount
State Street Bank & Trust Company			Duplicates vote of Mackay - Cambridge
State Street Bank & Trust Company			Duplicates vote of Mackay - Mainstay

Totals:	<u>9,539,760</u>	<u>3,582</u>	99.96%	Percent of outstanding shares voting: 98.6%
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Claimant	Amount Voted		Percentage Acceptances	Comments
	Accept	Reject		
<u>Mackay Shields LLC</u>				
Mackay Shields Trust High Yield Collaborate Bond	2,861			
Chase 401K	4,355			
Mackay Shields Cayman Trust	4,451			
Mainstay Strategic Value	4,769			
Vulcan Materials Company	5,723			
Nations Annuity Trust	5,723			
Pension Plan of Constellation Energy	7,153			
San Antonio Fireman & Policeman Pension Fund	7,948			
Cambridge Contributory Retirement System	8,266			
MLG - NY Life High Yield Fund	9,379			
NSource Inc. Master Trust	10,333			
Lexington Fayette Urban County Government	12,717			
Anschultz Corporation	15,897			
Mainstay Diversified Income Fund	16,691			
Nations High Yield Bond Fund	25,594			
City of Fort Worth	27,978			
Houston Police Officers Pension Fund	30,204			
Pensidenfords Metal En Techner	31,953			
Memphis Retirement System	45,624			
EA/Mckay High Yield Cayman Just Trust	79,326			
Local 1199	86,161			
Tennessee Valley Authority	133,534			
Pennsylvania Public Employment Retirement System	172,482			
VD Series High Yield	234,003			
Mainstay High Yield Fund	1,156,824			
	<hr/>			
	2,139,949			